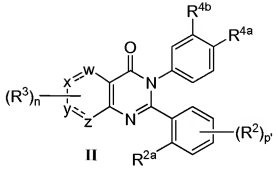
In the claims:

1. Cancelled

2. (Currently amended) The compound ~~according to Claim 1~~ of the formula II:



II

wherein ~~a, w, x, y, z, dashed line, R^3, R^4, R^6 and R^7 are defined as in Claim 1 for the compound of the Formula I; and~~

w, x, y and z are independently selected from CH or CH_2;

a dashed line represents an optional double bond;

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
n is 0 to 2;
r is 0 or 1;
s is 0 or 1;

n is 0 or 1;
p' is 0 to 2;

R^2 is selected from:

1) $(C=O)_aC_1$-C_{10} alkyl,
2) $(C=O)_a$aryl,
3) $(C=O)_aNR^6R^7$,
4) $(C=O)_aC_3$-C_8 cycloalkyl,
5) $(C=O)_a$heterocyclyl,

6) $SO_2NR^6R^7$, and

7) SO_2C_1-C_{10} alkyl,

said alkyl, aryl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R^4;

R^{2a} is selected from: halogen and (C_1-C_6)alkyl; and

R^3 is selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,

2) $(C=O)_aO_b$aryl,

3) $(C=O)_aO_bC_2$-C_{10} alkenyl,

4) $(C=O)_aO_bC_2$-C_{10} alkynyl,

5) CO_2H,

6) halo,

7) OH,

8) O_bC_1-C_6 perfluoroalkyl,

9) $(C=O)_aNR^6R^7$,

10) CN,

11) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

12) $(C=O)_aO_b$heterocyclyl,

13) $SO_2NR^6R^7$, and

14) SO_2C_1-C_{10} alkyl,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R^4;

R^4 is selected from:

1) $(C=O)_aO_bC_1$-C_{10} alkyl,

2) $(C=O)_aO_b$aryl,

3) C_2-C_{10} alkenyl,

4) C_2-C_{10} alkynyl,

5) $(C=O)_aO_b$ heterocyclyl,

6) CO_2H,

7) halo,

8) CN,

9) OH,

10) O_bC_1-C_6 perfluoroalkyl,

11) $O_a(C=O)_bNR^6R^7$,

12) oxo,

13) CHO,

14) $(N=O)R^6R^7$, or

15) $(C=O)_aO_bC_3$-C_8 cycloalkyl,

16) SO_2C_1-C_{10}alkyl,

17) $SO_2NR^6R^7$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^5;

R^{4a} and R^{4b} are independently selected from: hydrogen, halogen and (C_1-C_6)alkyl, provided that at lease one is not hydrogen, or

R^{4a} and R^{4b} are combined to form a diradical selected from $-CH_2CH_2CH_2CH_2$-, $-CH_2CH_2CH_2$-, –CH=CH-O- and –CH=CH-N-

R^5 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,

2) $O_r(C_1$-$C_3)$perfluoroalkyl,

3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$,

4) oxo,

5) OH,

6) halo,

7) CN,

8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,

9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl,

10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl,

11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl,

12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl,

13) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$,

14) $C(O)R^a$,

15) $(C_0$-$C_6)$alkylene-CO_2R^a,

16) C(O)H,

17) $(C_0$-$C_6)$alkylene-CO_2H, and

18) $C(O)N(R^b)_2$,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C_1-C_6)alkoxy, halogen, CO_2H, CN, $O(C=O)C_1$-C_6 alkyl, oxo, and $N(R^b)_2$;

R^6 and R^7 are independently selected from:

1) H,
2) $(C=O)O_bC_1$-C_{10} alkyl,
3) $(C=O)O_bC_3$-C_8 cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) C_1-C_{10} alkyl,
7) aryl,
8) C_2-C_{10} alkenyl,
9) C_2-C_{10} alkynyl,
10) heterocyclyl,
11) C_3-C_8 cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b_2$,

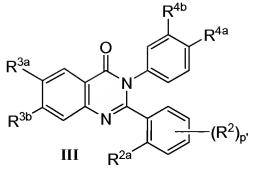
said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^5, or

R^6 and R^7 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^5

R^a is (C_1-C_6)alkyl, (C_3-C_6)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C_1-C_6)alkyl, (C_1-C_6)alkyl-NR^a_2, (C_1-C_6)alkyl-NH_2, (C_1-C_6)alkyl-NHR^a, aryl, heterocyclyl, (C_3-C_6)cycloalkyl, $(C=O)OC_1$-C_6 alkyl, $(C=O)C_1$-C_6 alkyl or $S(O)_2R^a$.

3. (Original) A compound of the formula III, or a pharmaceutically acceptable salt or stereoisomer thereof,



III

wherein

b is 0 or 1;
m is 0, 1 or 2;
p' is 0 to 2;
r is 0 or 1;
s is 0 or 1;

R^2 is (C_1-C_6)alkylene-NR^6R^7; said alkylene is optionally substituted with up to three substituents selected from OH, (C_1-C_6)alkoxy, halogen, CO_2H, CN, O(C=O)C_1-C_6 alkyl, oxo, and NR^6R^7;

R^{2a} is selected from: halogen and (C_1-C_6)alkyl;

R^{3a} and R^{3b} are independently selected from: hydrogen and halogen; and

R^{4a} and R^{4b} are independently selected from: hydrogen, halogen, and (C_1-C_6)alkyl, provided that at least one is not hydrogen;

R^5 is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl,
2) $O_r(C_1$-$C_3)$perfluoroalkyl,
3) (C_0-C_6)alkylene-$S(O)_mR^a$,
4) oxo,
5) OH,
6) halo,
7) CN,
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl,

9) $(C=O)_rO_s(C_2\text{-}C_{10})$alkynyl,
10) $(C=O)_rO_s(C_3\text{-}C_6)$cycloalkyl,
11) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-aryl,
12) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-heterocyclyl,
13) $(C=O)_rO_s(C_0\text{-}C_6)$alkylene-$N(R^b)_2$,
14) $C(O)R^a$,
15) $(C_0\text{-}C_6)$alkylene-CO_2R^a,
16) C(O)H,
17) $(C_0\text{-}C_6)$alkylene-CO_2H, and
18) $C(O)N(R^b)_2$,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^6 and R^7 are independently selected from:

1) H,
2) $(C=O)O_bC_1\text{-}C_{10}$ alkyl,
3) $(C=O)O_bC_3\text{-}C_8$ cycloalkyl,
4) $(C=O)O_b$aryl,
5) $(C=O)O_b$heterocyclyl,
6) $C_1\text{-}C_{10}$ alkyl,
7) aryl,
8) $C_2\text{-}C_{10}$ alkenyl,
9) $C_2\text{-}C_{10}$ alkynyl,
10) heterocyclyl,
11) $C_3\text{-}C_8$ cycloalkyl,
12) SO_2R^a, and
13) $(C=O)NR^b{}_2$,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^5, or

R^6 and R^7 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^5;

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl; and

R^b is H, $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkyl-NR^a_2, $(C_1\text{-}C_6)$alkyl-NH_2, $(C_1\text{-}C_6)$alkyl-NHR^a, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C{=}O)OC_1\text{-}C_6$ alkyl, $(C{=}O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$.

4. (Original) The compound according to Claim 3, or the pharmaceutically acceptable salt or stereoisomer thereof, wherein p', R^{2a}, R^{3a}, R^{3b}, R^{4a}, R^{4b} and R^5 are as defined for Formula III in Claim 3 and

R^2 is $(C_1\text{-}C_6)$alkylene-NR^6R^7;

R^6 and R^7 are independently selected from:

1) H,
2) $C_1\text{-}C_{10}$ alkyl,
3) aryl,
4) heterocyclyl,
5) $C_2\text{-}C_{10}$ alkenyl,
6) $C_2\text{-}C_{10}$ alkynyl, and
7) $C_3\text{-}C_8$ cycloalkyl,

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^5, or

R^6 and R^7 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^5.

5. (Original) A compound selected from:

2-(2-bromophenyl)-3-(4-methylphenyl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-3-(4-methylphenyl)-quinazolin-4(3H)-one;

2-(2-chlorophenyl)-3-(4-methylphenyl)-quinazolin-4(3H)-one;

2-(2,4-dichlorophenyl)-3-(4-methylphenyl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-3-(4-chlorophenyl)-quinazolin-4(3H)-one;

2-(2-bromophenyl)-3-(3-fluoro-4-methylphenyl)-quinazolin-4(3H)-one;

3-(3a,7a-dihydro-1H-indol-5-yl)-2-(2-bromophenyl)-quinazolin-4(3H)-one;

6-chloro-2-(2-chlorophenyl)-3-(3-fluoro-4-methylphenyl)-quinazolin-4(3H)-one;

2-(2-chlorophenyl)-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

2-(2-methylphenyl)-3-(4-methylphenyl)-quinazolin-4(3H)-one;

7-chloro-2-(2-chlorophenyl)-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-7-chloro-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

7-chloro-2-(2-chlorophenyl)-3-(1H-indol-5-yl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-3-(3-fluoro-4-methyl-phenyl)pyrido[2,3-d]pyrimidin-4(3H)-one;

2-(5-bromo-2-chlorophenyl)-7-chloro-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

2-(4-bromo-2-chlorophenyl)-7-chloro-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

2-(2-chlorophenyl)-3-(3-fluoro-4-methylphenyl)-5,6,7,8-tetrahydroquinazolin-4(3H)-one;

7-chloro-2-{2-chloro-3-[(dimethylamino)methyl]phenyl}-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one ;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(4-methylpiperazin-1-yl)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(methylamino)methyl]-phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(4-methylpiperazin-1-yl)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-2-{2-chloro-3-[(ethylamino)methyl]phenyl}-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(isopropylamino)methyl]-phenyl}quinazolin-4(3H)-one;

7-chloro-2-{2-chloro-3-[(cyclobutylamino)methyl]phenyl}-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

2-[3-(azetidin-1-ylmethyl)-2-chlorophenyl]-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-(pyrrolidin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[(3S)-3-hydroxypyrrolidin-1-yl]methyl}phenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[(3S)-3-(methoxymethyl)pyrrolidin-1-yl]methyl}phenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(pyrrolidin-3-ylamino)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-(morpholin-4-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-(piperidin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

2-{3-[(4-aminopiperidin-1-yl)methyl]-2-chlorophenyl}-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(piperidin-4-ylamino)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(4-fluoropiperidin-1-yl)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-(piperazin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

2-{3-[(4-acetylpiperazin-1-yl)methyl]-2-chlorophenyl}-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[4-(methylsulfonyl)piperazin-1-yl]methyl}phenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[(2-hydroxyethyl)amino]-methyl}phenyl)quinazolin-4(3H)-one;

7-chloro-2-[2-chloro-3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[(2-morpholin-4-ylethyl)amino]methyl}phenyl)quinazolin-4(3H)-one;

2-{3-[(3-aminopyrrolidin-1-yl)methyl]-2-chlorophenyl}-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-({[(1-methylpiperidin-3-yl)methyl]amino}methyl)phenyl]quinazolin-4(3H)-one;

2-(3-{[3-(aminomethyl)-1-methyl-1lambda~5~-piperidin-1-yl]methyl}-2-chlorophenyl)-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

2-{3-[(benzylamino)methyl]-2-chlorophenyl}-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(4-methylpiperazin-1-yl)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-2-{2-chloro-5-[(ethylamino)methyl]phenyl}-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(isopropylamino)methyl]-phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-5-(pyrrolidin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(pyrrolidin-3-ylamino)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-5-(morpholin-4-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-5-(piperidin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(piperidin-4-ylamino)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-5-(piperazin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-5-{[4-(methylsulfonyl)piperazin-1-yl]methyl}phenyl)quinazolin-4(3H)-one; and

7-chloro-2-[2-chloro-5-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

or a pharmaceutically acceptable salt thereof.

6. (Currently amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim ~~1~~2 and a pharmaceutically acceptable carrier.

7. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

8. (Currently amended) A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim ~~1~~2.

9. Previously cancelled

10. (Original) A method of treating cancer or preventing cancer in accordance with Claim 8 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

11. (Original) A method of treating or preventing cancer in accordance with Claim 8 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

12.-20. Previously cancelled

21.-24. Cancelled

25.-28. Previously cancelled

29. Cancelled

30. Previously cancelled

31.-34. Cancelled